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December 15, 1988

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No. 8-350A120 INTERSTATE COMMERCE COMMISSION

Date DEC 15 1988

DEC 15 1988 1-50 PM

Fee \$ 13.00

RECORDATION NO. 16004-A Filed 1425  
DELIVERED BY HAND

ICC Washington, D.C.

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
12th Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Ms. McGee:

I have enclosed two originals of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

This document is a Lease Termination Agreement, a secondary document, dated December 15, 1988. The primary document to which this is connected is recorded under Recordation No. 16004.

The names and addresses of the parties to the document are as follows:

Lessor: General Motors Corporation  
Electro-Motive Division  
LaGrange, IL 60525

Lessee: National Railroad Passenger  
Corporation  
400 N. Capitol Street, N.W.  
Washington, D.C. 20001

*Copy sent - Peter J. Moriarty*

DEC 15 1 45 PM '88  
10-10-88

Ms. Noreta R. McGee

-2-

December 15, 1988

A description of the equipment covered by the document follows:

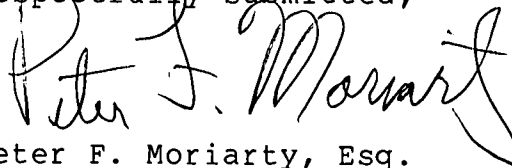
Five (5) AEM-7 electric locomotives, bearing National Railroad Passenger Corporation (Amtrak) road numbers 947-951, consecutively.

A check made payable to the Commission in the amount of \$13.00 is enclosed for the fee. Please return one original to: Peter F. Moriarty, Weiner, McCaffrey, Brodsky & Kaplan, P.C., 1350 New York Avenue, N.W., Suite 800, Washington, D.C. 20005.

A short summary of the document to appear in the index follows:

Lease Termination Agreement, dated December 15, 1988, terminating a Lease Agreement, dated September 30, 1988, as it pertains to those five AEM-7 electric locomotives (out of a total of seven such locomotives) bearing National Railroad Passenger Corporation (Amtrak) road numbers 947-951.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Peter F. Moriarty". The signature is fluid and cursive, with a large, stylized "P" and "M".

Peter F. Moriarty, Esq.

Enclosures

JCS/lr/0454P/8231

## LEASE AGREEMENT TERMINATION

Dated December 15, 1988 INTERSTATE COMMERCE COMMISSION

DEC 15 1988 1:57 PM

RECORDATION NO. 16004-A Filed 1425

This terminates the Lease Agreement, dated September 30, 1988, ("Lease") between National Railroad Passenger Corporation ("Amtrak") a District of Columbia corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation only with respect to the following locomotives: 947, 948, 949, 950, 951 (hereinafter referred to as "Terminated Equipment"). The Lease and the hereinafter described recordation with the Interstate Commerce Commission ("ICC") with respect to locomotives 952 and 953 continues in full force and effect.

WHEREAS, Amtrak and EMD executed a Lease Agreement, dated September 30, 1988, relating to the equipment described in Exhibit A hereto ("Locomotives");

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on November 2, 1988 at 9:40 a.m. Recordation No. 1 6004.

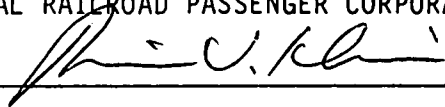
WHEREAS, the parties hereto desire to terminate and cancel the Lease with respect to the Terminated Equipment and to record this termination and cancellation;

Now, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Amtrak and EMD agree as follows:

1. Amtrak and EMD hereby terminate and cancel the Lease, effective December 15, 1988 with respect to the Terminated Equipment.
2. The parties agree to record this Agreement with the ICC so as to release the lien against the Terminated Equipment constituted by the Lease.
3. The parties agree that the Lease and the above mentioned recordation with the ICC shall continue in full force and effect with respect to locomotives 952 and 953.
4. This Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, Amtrak and EMD have each caused this Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

NATIONAL RAILROAD PASSENGER CORPORATION

By: 

Title: Treasurer

ELECTRO-MOTIVE DIVISION  
GENERAL MOTORS CORPORATION

By: 

Clifford J. Vaughan  
Title: Vice President & General Manager

District       )  
                  ) ss.  
of Columbia )

On this 14<sup>th</sup> day of Dec, 1988, before me personally appeared Richard I. Klein, to me personally known, who, being by me duly sworn, did say that he is a Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Elaine C. Haynes  
Notary Public

My commission expires

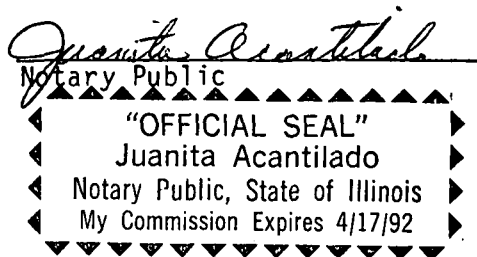
My Commission Expires June 30, 1993

State of Illinois )  
County of Cook ) ss.

On this 14th day of December, 1988, before me personally appeared CLIFFORD J. VAUGHAN, to me personally known, who, being by me duly sworn, did say that he is a VICE PRESIDENT & GENERAL MGR. of Electro-Motive Division, General Motors Corporation, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

My commission expires:

4-17-92



State of \_\_\_\_\_ )  
County of \_\_\_\_\_ ) ss.

On this \_\_\_\_\_ day of \_\_\_\_\_, 1988, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, did say that he is a \_\_\_\_\_ of the National Railroad Passenger Company, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

\_\_\_\_\_  
Notary Public

My commission expires:

\_\_\_\_\_